

**REESE RICHMAN LLP**

Michael R. Reese  
Kim E. Richman  
Belinda L. Williams  
230 Park Avenue, 10th Floor  
New York, New York 10169  
Telephone: (212) 579-4625  
Facsimile: (212) 253-4272

- and -

**DREIER LLP**

Lee A. Weiss  
Rebecca Tingey  
499 Park Avenue  
New York, New York 10022  
Telephone: (212) 328-6100  
Facsimile: (212) 710-5968

Counsel for Plaintiffs and the Proposed Class

**UNITED STATES DISTRICT COURT**

**SOUTHERN DISTRICT OF NEW YORK**

ADAM JERNOW and LEAH McLAWRENCE, on  
behalf of themselves and all others similarly situated,

Plaintiffs,

vs.

WENDY'S INTERNATIONAL, INC.,

Defendant.

**No. 07-CV-3971(LTS) (THK)**

**FILED UNDER SEAL PURSUANT  
TO JANUARY 23, 2008  
PROTECTIVE ORDER**

**DECLARATION OF MICHAEL  
REESE IN SUPPORT OF  
PLAINTIFFS' MOTION FOR  
CLASS CERTIFICATION**

I, Michael R. Reese, declare:

1. I am a member of the firm Reese Richman LLP. I make this declaration of my own personal knowledge and if called to testify, I could and would competently testify hereto under oath.
2. Attached hereto as Exhibit 1 is a true and correct copy of WEN-004153, a December 17, 2004 document entitled, "TIER 1 ISSUES/TOPICS."
3. Attached hereto as Exhibit 2 is a true and correct copy of WEN-004138-151 at WEN-004143-44, a May 2006 document entitled, "TFA Communications Plan."
4. Attached hereto as Exhibit 3 is a true and correct copy of WEN-043737, a letter from Lori Estrada, Wendy's Senior Vice President of Research and Development.
5. Attached hereto as Exhibit 4 is a true and correct copy of WEN-044169-170, WEN-044172, WEN-044174-175 (examples of Wendy's packaging and nutritional poster).
6. Attached hereto as Exhibit 5 is a true and correct copy of WEN-034712-713 at WEN-034713, a November 30, 2006 AP article entitled, "Louisville Official Seeks Trans Fat Ban."
7. Attached hereto as Exhibit 6 is a true and correct copy of WEN-029130-132, a September 25, 2006 interview with Ian Rowden, Wendy's Executive Vice President and Chief Marketing Officer.
8. Attached hereto as Exhibit 7 is a true and correct copy of WEN-034923, a December 5, 2006 e-mail from Bob Bertini to Denise Alex.
9. Attached hereto as Exhibit 8 is a true and correct copy of WEN-025975, an August 23, 2006 Wendy's Newsfeed Advisory.

10. Attached hereto as Exhibit 9 is a true and correct copy of WEN-038663-714, at WEN-038664, 038669, 038673-674, and 038714, a document entitled, "Top 25 Media Placements in 2006."

11. Attached hereto as Exhibit 10 is a true and correct copy of WEN-024193-194, a July 10, 2006 e-mail from Andrea Crawford to Ron Spiers.

12. Attached hereto as Exhibit 11 is a true and correct copy of excerpts from the April 22, 2008 deposition of Casey Minton.

13. Attached hereto as Exhibit 12 is a true and correct copy of a February 4, 2008 document from Wendy's website announcing 2007 Full year and 4<sup>th</sup> Quarter Results.

14. Attached hereto as Exhibit 13 is a true and correct copy of excerpts from the May 6, 2008 deposition of Lori Estrada.

15. Attached hereto as Exhibit 14 is a true and correct copy of WEN-023170-175 at WEN-023170, a February 7, 2006 e-mail from Patty Wynkoop to Lori Estrada.

16. Attached hereto as Exhibit 15 is a true and correct copy of WEN-004211, an excerpt from a July 26, 2005 Wendy's Executive Brief.

17. Attached hereto as Exhibit 16 is a true and correct copy of WEN-034634, a November 29, 2006 Sensory Evaluation Report from Teressa Johnson to Mike Landis.

18. Attached hereto as Exhibit 17 is a true and correct copy of WEN-034520, a November 28, 2006 e-mail from Alan Thorpe to Barbara Hunt.

19. Attached hereto as Exhibit 18 is a true and correct copy of WEN-023312, a June 30, 2006 e-mail from Alan Thorpe to Mike Landis.

20. Attached hereto as Exhibit 19 is a true and correct copy of MMC 01268-269, an August 16, 2006 letter from Chip Rowland to Judy Hollis.

21. Attached hereto as Exhibit 20 is a true and correct copy of WEN-038649-655 at WEN-038649, a January 26, 2007 e-mail from Mark Egan house to Joe Redden.

22. Attached hereto as Exhibit 21 is a true and correct copy of WEN-022942-943, a January 27, 2006 e-mail from Lori Estrada.

23. Attached hereto as Exhibit 22 is a true and correct copy of WEN-057369-370, a May 2, 2007 e-mail from Gary Keith to Mike Landis.

24. Attached hereto as Exhibit 23 is a true and correct copy of WEN-013477-179 (New York sales data).

25. Attached hereto as Exhibit 24 is a true and correct copy of excerpts from the May 7, 2008 deposition of Adam Jernow.

26. Attached hereto as Exhibit 25 is a true and correct copy of excerpts from the May 8, 2008 deposition of Leah McLawrence.

27. Attached hereto as Exhibit 26 is a true and correct copy of the firm resume of Reese Richman LLP.

28. Attached hereto as Exhibit 27 is a true and correct copy of the firm resume of Dreier LLP.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19<sup>th</sup> day of May 2008 at New York, New York.

  
Michael R. Reese

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies I caused a true and correct copy of the foregoing to be served upon the following via U.S. Mail and electronic mail the 19<sup>th</sup> day of May, 2008:

Thomas P. McLish  
tmclish@akingump.com

Troy D. Cahill  
tcahill@akingump.com

**AKIN GUMP STRAUSS HAUER & FELD LLP**  
1333 New Hampshire Avenue, NW  
Washington, DC 20036

  
Rebecca Tingey